

THE COMPANIES ACT 1985

WRITTEN RESOLUTIONS

OF

CSTIM LIMITED
(the "Company")

(Passed on 21 April 2004)

We, the undersigned, being all the members of the Company who (at the date of these resolutions) would have been entitled to vote upon the resolutions set out below if it had been proposed at a general meeting at which we were present, hereby agree, pursuant to section 381A of the Companies Act 1985 to the following written resolutions (which would otherwise be required to be passed as special resolutions):

WRITTEN SPECIAL RESOLUTIONS

1. THAT the Memorandum of Association of the Company be altered with respect to its objects by the adoption of a new clause 3(y) in the following form and the renumbering of the existing clause 3(y) as 3(z):

3(y) "Subject to and in accordance with due compliance with the provisions of Sections 155 to 158 (inclusive) of the Companies Act 1985 (the "Act") (if and so far as such provision shall be applicable) to give, whether directly or indirectly, any kind of financial assistance (as defined in Section 152(a) of the Act) for such purpose as is specified in Section 151(1) and/or Section 151(2) of the Act"

2. THAT the giving of financial assistance by the Company (pursuant to sections 155 to 158 (inclusive) of the Companies Act 1985) by the entry into by the Company of, and the performance by it of its obligations under, an agreement for the sale and purchase and deed of option (the "Put and Call Option") relating to sale and purchase of shares in the share capital of CSTIM CFAS Limited dated on or about the date hereof (but prior to the completion of the sale and purchase of the entire issued share capital of the Company) to be made between the Company, Arnold Eber and Morse plc be and is hereby approved.

2. THAT approval for the Company to enter into, execute, deliver and perform the Company's obligations under the Put and Call Option and any other documents and acts necessary in connection with the said financial assistance be given hereby notwithstanding that, in doing so, the Company might be held to be giving financial assistance for the purposes of sections 151 and 152 of the Companies Act 1985.


AND WE HEREBY CONFIRM that at the time of passing the above resolutions we were supplied with the declaration made by all directors of the Company on 20 April 2004 in compliance with Schedule 15A, Part II of the Companies Act 1985 together with the auditors' report annexed to it, as required by Section 156(4) Companies Act 1985.

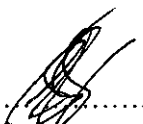
John Scott Dallas


by JOHN DALLAS
as lawfully appointed attorney for
Sarah Dallas






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Kevin Robert Alcock



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by JOHN DALLAS
as lawfully appointed attorney for
Sarah Alcock

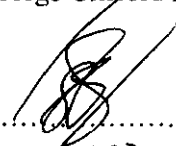

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by JOHN DALLAS
as lawfully appointed attorney for Dean John
Lumer

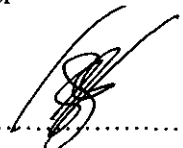

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by JOHN DALLAS
as lawfully appointed attorney for
James Michael Connor

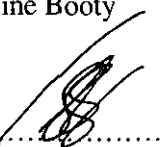

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by JOHN DALLAS
as lawfully appointed attorney for Martyn
Cuff

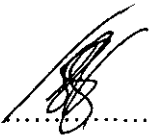

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by JOHN DALLAS
as lawfully appointed attorney for
David George Clifford Bower

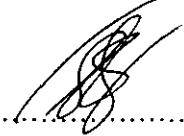

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by JOHN DALLAS
as lawfully appointed attorney for Sally Ann
Bower

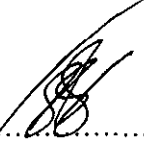

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by JOHN DALLAS
as lawfully appointed attorney for
Jacqueline Booty

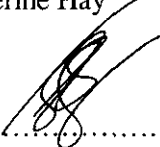

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by JOHN DALLAS
as lawfully appointed attorney for
Christopher James Bolton

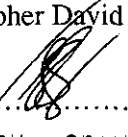

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by JOHN DALLAS
as lawfully appointed attorney for
Nicola Elizabeth Bolton

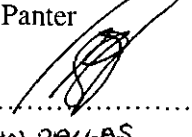

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by JOHN DALLAS
as lawfully appointed attorney for Richard
Hay


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by JOHN DALLAS
as lawfully appointed attorney for
Alison Catherine Hay


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by JOHN DALLAS
as lawfully appointed attorney for
Christopher David Adams


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by JOHN DALLAS
as lawfully appointed attorney for
Melanie Panter


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by JOHN DALLAS
as lawfully appointed attorney for George
William Kirby


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as lawfully appointed attorney for
Julie Merrills Kirby

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by JOHN DALLAS
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Banks

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by JOHN DALLAS
as lawfully appointed attorney for Colin
Shapiro

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by JOHN DALLAS
as lawfully appointed attorney for John Ian
Haddow

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by JOHN DALLAS
as lawfully appointed attorney for Paul
Bratch

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by JOHN DALLAS
as lawfully appointed attorney for William
John Jooste

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by JOHN DALLAS
as lawfully appointed attorney for Hanne
Vestdam-Crowe

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as lawfully appointed attorney for Mark
Lester

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by JOHN DALLAS
as lawfully appointed attorney for Paul
Miller

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by JOHN DALLAS
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Claire Louise Banks

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as lawfully appointed attorney for
Helen Madeleine Shapiro

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as lawfully appointed attorney for
Carole Haddow

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Gillian Green

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as lawfully appointed attorney for
Mark Denning

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Norman Crichton

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as lawfully appointed attorney for
Sarah Elizabeth Lester

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as lawfully appointed attorney for
Julie Anne Miller

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as lawfully appointed attorney for Karen
Lisa Underwood

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as lawfully appointed attorney for Julia Ann
de Nicola

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as lawfully appointed attorney for Chris
Lourens

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by JOHN DALLAS
as lawfully appointed attorney for James
Kennedy

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by JOHN DALLAS
as lawfully appointed attorney for Andrew
Earl

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by JOHN DALLAS
as lawfully appointed attorney for Tina
Lumer

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as lawfully appointed attorney for
Nicola Helen Sutton

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by JOHN DALLAS
as lawfully appointed attorney for
Lionel Jules Rene de Nicola

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as lawfully appointed attorney for
Dirk Cornelius Steyn

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by JOHN DALLAS
as lawfully appointed attorney for
Jeremy Douglas Charles

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by JOHN DALLAS
as lawfully appointed attorney for Ian
William Garton

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by JOHN DALLAS
as lawfully appointed attorney for
Mike Sims